

**UNITED STATES DISTRICT COURT FOR THE  
EASTERN DISTRICT OF VIRGINIA  
Alexandria Division**

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IN RE STAR SCIENTIFIC, INC.	)	
DERIVATIVE LITIGATION	)	Lead Case No. 1:13-cv-00550-AJT-JFA
	)	
This Document Relates to:	)	
	)	
ALL ACTIONS	)	
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**DEFENDANTS' MOTION TO DISMISS THE  
CONSOLIDATED AMENDED COMPLAINT**

Defendants, by counsel, pursuant to Federal Rules of Civil Procedure 8(a), 12(b)(6), and 23.1 move the Court to dismiss Plaintiffs' Consolidated Shareholder Derivative Complaint (ECF No. 15) (the "Amended Complaint") with prejudice in its entirety. The Amended Complaint should be dismissed on the grounds that:

1. Plaintiffs have failed to allege with the particularity required by Delaware law and Fed. R. Civ. P. 23.1 that their failure to make demand on the board of directors of Star Scientific, Inc. (the "Company") was excused.
2. Plaintiffs have failed to allege any actionable claim under Section 14(a) of the Securities Exchange Act of 1934, and this is the only asserted basis for federal jurisdiction.
3. Plaintiffs' premature filing and pursuit of this action renders them inadequate representatives of the Company pursuant to Fed. R. 23.1
4. The lawsuit is unripe.
5. Plaintiffs have failed adequately to allege contemporaneous ownership.

In further support of this motion, the Court is referred to the accompanying Defendants' Memorandum of Law in Support of their Motion to Dismiss the Consolidated Amended Complaint and the Declaration of Amy J. Eldridge.

Dated: February 3, 2014

Respectfully submitted,

/s/

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**CERTIFICATE OF SERVICE**

I HEREBY CERTIFY that on February 3, 2014, I will electronically file the foregoing with the Clerk of Court using the CM/ECF system, which will then send a notification of such filing (NEF) to all counsel of record.

And I HEREBY CERTIFY that I will mail the document by U.S. mail and email to the following non-filing users:

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